	220200000000000000000000000000000000000	ed 11/22/06	Entered 11/2		7:49:54 Exhibits A			
UNITED STAT	ES BANKRUPTCY COURT 300 THERN	esponse Pg 1	g 1 of 8 PROOF OF CLAIM					
Name of Debto	or Delphi Automotive Systems LLC	Case No. 05-	44640					
	should not be used to make a claim for an administra		ent	1				
	uest" for payment of an administrative expense may tor (The person or other entity to whom		o 11 U.S.C. § 503. you are aware that anyon	ne else	1			
	s money or property):	has filed a pr	oof of claim relating to y					
Alps Automoti		claim. Attacl	n copy of statement givin	ng	i			
	ess where notices should be sent:		you have never received	i any	i ·			
Merle C. Meye			the bankruptcy court in t		1			
Goldberg Stinn	ett Meyers & Davis		the address differs from e envelope sent to you by					
	y Street, Suite 2900	court.	, , , , ,	,				
San Francisco,				,	THIS SPACE IS FOR COURT USE ONLY			
	nber: 415-362-5045	CI 11			<u> </u>			
identifies debtor:	account or other number by which creditor	Check here	☐ replaces	eviouely fil	led claim, dated:			
		if this claim	☐ amends a pre	- Viousiy iii	led claim, dated.			
1. Basis for 0			C. 1 C . 1: 1:	111000	2.111.47-2			
	ds sold		enefits as defined in 11 all aries, and compensate					
	rices performed		digits of SS #:		ut octow)			
	ney loaned onal injury/wrongful death	Unpaid co	ompensation for service	ces perforr	med			
		from						
☐ Taxes								
2. Date debt was incurred: 2004 - 2005  3. If court judgment, date obtained:								
	ion of Claim. Check the appropriate box or b			amount of the claim at the time ages filed				
	e side for important explanations.	ioxes mai desi des	_	state the a	mount of the claim at the time case med.			
	Nonpriority Claim <u>\$6,140,513.59</u>		Secured Claim.	if your ala	im is secured by collateral (including a			
	in Attachment 1, this total includes a claim of re	clamation	right of setoff).		ini is secured by conateral (including a			
	11 U.S.C. § 546(c). is box if: a) there is no collateral or lien securing yo	ur claim or	right of secon).					
b) your clair	n exceeds the value of the property securing it, or if		Brief Description					
	claim is entitled to priority.		☐ Real Estate	☐ Motor \	Vehicle			
Unsecured	Priority Claim.		Value of Collate	eral: \$				
	nis box if you have an unsecured claim, all or part of	which is entitled						
to priority:					er charges at time case filed included in			
Amount enti	tled to priority \$		secured claim above	e, if any: \$	\$			
Specify the p	oriority of the claim:				ward purchase, lease, or rental of property or			
□ Domasti	support obligations under 11 U.S.C. § 507(a)(1)(A	) or	services for personal,	family, or h	household use – 11 U.S.C. § 507(a)(7).			
(a)(1)(B)	support obligations under 11 0.5.C. § 507(a)(1)(A)	<i>)</i> 01	☐ Taxes or penalties	s owed to go	overnmental units - 11 U.S.C. §507(a)(8)			
	salaries, or commissions (up to \$10,000),* earned w		☐ Other – Specify applicable paragraph of 11 U.S.C. § 507(A)().					
	of the bankruptcy petition or cessation of the debtors earlier - 11 U.S.C. § 507(a)(4).	i s.ousiness,	*Amounts are subject to adjustment on 4/1/07 and every 3 years there					
П Сальй	l on or after the date of adjustment							
	tions to an employee benefit plan – 11 U.S.C. § 5070 unt of Claim at Time Case Filed:	(a)(3).	\$6,140,513.59 \$		\$ \$6,140,513.59			
	and or Chain at Time Case I near		\$6,140,513.59 \$ \$6,140,513.59 (unsecured) (secured) (priority) (Total)					
Check t	his box if claim includes interest or other charg	the principal amount	of the clai	m. Attach itemized statement of all				
interest or additional charges								
	he amount of all payments on this claim has be proof of claim.	een credited and	deducted for the purpo	ose of	THIS SPACE IS FOR COURT USE ONLY			
_	g Documents: Attach copies of supporting doc	cuments such as	promissory notes pur	rchase				
	pices, itemized statements of running accounts,							
	eements, and evidence of perfection of lien. I							
the docume	nts are not available, explain. If the document	s are voluminous	, attach a summary.					
	ped Copy: To receive an acknowledgment of	the filing of your	claim, enclose a stan	nped,	FUILIDIT (IAT)			
	ed envelope and copy of this proof of claim.				EXHIBIT "A"			
Date	Sign and print the name and title, if any, of the		er person authorized t	to file				
02/06/2006	this claim (attach copy of power of attorney, /s/ Merle C. Meyers, Esq.	, 11 any):		- 1				
	_ · · · · · · · · · · · · · · · ·							

Penalty for presenting fraudulent claim: Fine up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

### DESCRIPTION OF PROOF OF CLAIM OF ALPS AUTOMOTIVE, INC.

### **Basis For Claim**

Alps Automotive, Inc. ("Alps") hereby submits this Proof of Claim (the "Claim"), for a general unsecured claim in the amount of \$6,140,513.59 for amounts owed to Alps by Delphi Automotive Systems LLC ("Delphi"), one of the debtors herein, for goods sold to Delphi prior to the petition date of October 8, 2005. Alps asserts that a portion of this Claim, \$1,550,810.57, is entitled to treatment as a reclamation claim in accordance with the provisions of 11 U.S.C. section 546(c), based upon its letter to Delphi dated October 18, 2005. The following summarizes the exhibits which support the amount of the claim (which are too voluminous to attach but will be supplied upon reasonable written request).

### **Invoices Attached To Reclamation Demand**

Exhibits "A" through "E" detail the invoices included in the reclamation demand made by Alps on October 18, 2005.

**Exhibit "A"** attached hereto lists the non-production invoices to Delphi from Alps based upon deliveries of goods to Delphi for the period of time from September 15, 2005 through September 29, 2005. Those invoices total \$10,980.03.

**Exhibit "B"** attached hereto lists the invoices to Delphi from Alps based upon deliveries of goods to Delphi Saginaw for the period of time from September 28, 2005 through October 7, 2005. Those invoices total \$739,271.70.

**Exhibit "C"** attached hereto lists the invoices to Delphi from Alps based upon deliveries of goods to Delphi Matamors for the period of time from September 28, 2005 through October 7, 2005. Those invoices total \$189,771.57.

**Exhibit "D"** attached hereto lists the invoices to Delphi from Alps based upon deliveries of goods to Delphi Delnosa for the period of time from September 28, 2005 through October 7, 2005. Those invoices total \$378,688.19.

Exhibit "E" attached hereto lists the invoices to Delphi from Alps based upon deliveries of goods to Delphi S & I, Kansas City, Missouri and Lake Orion, Michigan, for the period of

time from September 28, 2005 through October 7, 2005. Those invoices total \$232,099.08.

# **Invoices Supporting General Unsecured Claim**

Exhibits "F" through "K" summarize the documents, primarily invoices and purchase orders, which support the general unsecured portion of the Claim.

**Exhibit "F"** attached hereto lists the invoices to Delphi from Alps based upon the shipments of goods to Delphi Saginaw Steering System, account number 7591, for the period of time from January 2005 through September 2005. Those invoices total \$2,475,214.25.

**Exhibit "G"** attached hereto lists the invoices to Delphi from Alps based upon the shipments of goods to Delphi Automotive Systems, account number 7592, for the period of time from May 2005 through September 2005. Those invoices total \$965,201.32.

**Exhibit "H"** attached hereto lists the invoices to Delphi from Alps based upon the shipments of goods to Delco Electronics Systems, account number 7593, on July 25, 2005 and September 6, 2005. Those invoices total \$2,485.50.

**Exhibit "I"** attached hereto lists the invoices to Delphi from Alps based upon the shipments of goods to Delphi Interior Systems, account number 28590, for the period of time from February 2005 through September 2005. Those invoices total \$507,271.23.

**Exhibit "J"** attached hereto lists the invoices to Delphi from Alps based upon the shipments of goods to Delphi Automotive Systems, account number 33920, for the period of time from August 2005 through September 2005. Those invoices total \$637,507.72.

**Exhibit "K"** attached hereto lists the invoices to Delphi from Alps based upon the shipments of goods to Delphi Mechatronic Systems, account number 7950, on September 26, 2005 and September 27, 2005. Those invoices total \$2,023.00.

Exhibit A Non-Production Invoices - Reclamation Claim

Delphi P.O. No.	Invoice No.	Delphi Material/Part No.	Quantity	Date Shipped	Ship Info.	Invoice Amt.
SAG9F15722	342999	26123767	280	09/15/05	266030 SM	\$2,116.80
SAG9F15722	343001	26123768	30	09/10/05	266169-000 SM	\$206.10
SAG9F15722	343002	26123767	100	09/19/05	266170-000 SM	\$756.00
S3S32671	343003	15274878	30	09/19/05	266173-000 SM	\$226.80
83832670	343004	15274879	თ	09/19/05	266174-000 SM	\$61.83
S3S32595	343145	15274882-003	10	09/19/05	266176-000 SM	\$61.90
SAG9F15722	343147	26123766 26123768	20 54	09/23/05 09/23/05	266408-000 SM 266408-000 SM	\$257.60 \$370.98 \$628.58
550076309	343008	1698340	192	09/21/05	266270-000 SM	\$3,422.02
9570-657344	343156	12861243	100	09/29/05	266736-000 SM	\$3,500.00
	•				Total:	\$10,980.03

	d 11/22/06		11/22/06 1	.7:49:54 Exhibits A				
UNITED STATES BANKRUPTCY COURT SOUTHERN'S	ABPACT-OF-KE	spphse	Pg 5 of 8	PROOF OF CLAIM				
Name of Debtor Delphi Corporation	Case No. 05-	44481						
NOTE: This form should not be used to make a claim for an administra	1							
of the case. A "request" for payment of an administrative expense may				4				
Name of Creditor (The person or other entity to whom	Check box if			,				
the debtor owes money or property):	has filed a proof of claim relating to your claim. Attach copy of statement giving			Ĭ				
Alps Automotive, Inc.  Name and address where notices should be sent:	particulars.	f you have never received any						
Merle C. Meyers, Esq.			ourt in this case.					
Goldberg Stinnett Meyers & Davis	Check box if	the address diffe	rs from the	į.				
44 Montgomery Street, Suite 2900	address on the court.	e envelope sent to	o you by the					
San Francisco, CA 94104	court.			THIS SPACE IS FOR COURT USE ONLY				
Telephone Number: 415-362-5045								
Last four digits of account or other number by which creditor	Check here	☐ replaces	•					
identifies debtor:	if this claim	amends -	a previously fi	iled claim, dated:				
1. Basis for Claim:	_	··········						
oxtimes Goods sold	Retiree be	nefits as define	ed in 11 U.S.C.	§ 1114(a)				
Services performed			npensation (fill o	out below)				
☐ Money loaned	Last four o	digits of SS #:	r services perfor	med				
Personal injury/wrongful death	from	-						
Taxes (date) (date)								
Other Reclamation – 11 U.S.C. 546(c)								
2. Date debt was incurred: 2004 - 2005								
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed.								
See reverse side for important explanations.  Unsequeed Nonprincity Claim \$6,140,513,50  Secured Claim.								
Unsecured Nonpriority Claim \$6,140,513.59				aim is secured by collateral (including a				
As set forth in Attachment 1, this total includes a claim of rec pursuant to 11 U.S.C. § 546(c).	ciamation	right of s						
Check this box if: a) there is no collateral or lien securing you	ır claim or							
b) your claim exceeds the value of the property securing it, or if o	c) none or only		scription of Coll					
part of your claim is entitled to priority.  Unsecured Priority Claim.		☐ Real Estate ☐ Motor Vehicle ☐ Other						
Ouscented Friority Claim.		Value of	Collateral: \$_					
Check this box if you have an unsecured claim, all or part of	which is entitled							
to priority:			rrearage and oth n above, if any:	ner charges at time case filed included in				
Amount entitled to priority \$		secured ciair	n above, it any:	Φ				
· · · · · · · · · · · · · · · · · · ·		<u> </u>						
Specify the priority of the claim:		Up to \$2,2 services for pe	25* of deposits to ersonal, family, or	ward purchase, lease, or rental of property or household use – 11 U.S.C. § 507(a)(7).				
Domestic support obligations under 11 U.S.C. § 507(a)(1)(A)	or	_						
(a)(1)(B)			`	governmental units – 11 U.S.C. §507(a)(8)				
☐ Wages, salaries, or commissions (up to \$10,000),* earned wi before filing of the bankruptcy petition or cessation of the debtor	thin 180 days			aragraph of 11 U.S.C. § 507(A)().				
whichever is earlier - 11 U.S.C. § 507(a)(4).	<i>5</i>	*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment						
with respect to cases commenced on or after the date of adjustment  Contributions to an employee benefit plan – 11 U.S.C. § 507(a)(5).								
5. Total Amount of Claim at Time Case Filed:	\$6,140,513.		\$\$ \$ <u>6,140,513.59</u>					
(unsecured) (secured) (priority) (Total)  Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all								
interest or additional charges								
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.  THIS SPACE IS FOR COURT USE ONLY								
7 Supporting Documents: Attach copies of supporting doc	cuments, such as	promissory not	tes, purchase					
orders, invoices, itemized statements of running accounts,	contracts, court j	udgments, mo	rtgages,					
security agreements, and evidence of perfection of lien. D	O NOT SEND OR	IGINAL DOCU	MENTS. If	<u>~</u>				
the documents are not available, explain. If the documents are voluminous, attach a summary.								
8 Date-Stamped Copy: To receive an acknowledgment of self-addressed envelope and copy of this proof of claim.	tne tiling of your	ciaim, enclose	e a stamped,	EVIIIDIT ((D))				
	1 1).		1 . (*1	EXHIBIT "B"				
Date Sign and print the name and title, if any, of the creditor or other person authorized to file								
this claim (attach copy of power of attorney, if any): 02/06/2006 /s/ Merle C. Meyers, Esq.								

# DESCRIPTION OF PROOF OF CLAIM OF ALPS AUTOMOTIVE, INC.

### **Basis For Claim**

Alps Automotive, Inc. ("Alps") hereby submits this Proof of Claim (the "Claim"), for a general unsecured claim in the amount of \$6,140,513.59 for amounts owed to Alps by Delphi Automotive Systems LLC ("Delphi"), and files this Claim against Delphi Corporation ("Corp.") as a precaution in the event that it is determined that the debts described herein are owed by Corp. and not by Delphi. An identical claim has been filed in the chapter 11 case of Delphi, no. 05-44640. The Claim is based on goods sold to Delphi prior to the petition date of October 8, 2005. Alps asserts that a portion of this Claim, \$1,550,810.57, is entitled to treatment as a reclamation claim in accordance with the provisions of 11 U.S.C. section 546(c), based upon its letter to Delphi dated October 18, 2005. The following summarizes the exhibits which support the amount of the claim (which are too voluminous to attach but will be supplied upon reasonable written request).

# **Invoices Attached To Reclamation Demand**

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**Exhibit "J"** attached hereto lists the invoices to Delphi from Alps based upon the shipments of goods to Delphi Automotive Systems, account number 33920, for the period of time from August 2005 through September 2005. Those invoices total \$637,507.72.

**Exhibit "K"** attached hereto lists the invoices to Delphi from Alps based upon the shipments of goods to Delphi Mechatronic Systems, account number 7950, on September 26, 2005 and September 27, 2005. Those invoices total \$2,023.00.

Exhibit A Non-Production Invoices - Reclamation Claim

Invoice Amt.	\$2,116.80	:M \$206.10	M \$756.00	M \$226.80	M \$61.83		63 63	97
d Ship Info.	266030 SM	266169-000 SM	266170-000 SM	266173-000 SM	266174-000 SM	266174-000 SM 266176-000 SM	266174-000 SM 266176-000 SM 266408-000 SM 266408-000 SM	266174-000 SM 266176-000 SM 266408-000 SM 266408-000 SM
/ Date Shipped	09/15/05	09/10/05	09/19/05	09/19/05	09/19/05	09/19/05	09/19/05 09/19/05 09/23/05 09/23/05	09/19/05 09/19/05 09/23/05 09/21/05
rt No. Quantity	280	30	100	30	თ	-		•
Delphi Material/Part No.	26123767	26123768	26123767	15274878	15274879	15274879 15274882-003	15274879 15274882-003 26123766 26123768	15274879 15274882-003 26123766 26123768 1698340
Invoice No.	342999	343001	343002	343003	343004	343004	343145 343147 343147	343145 343147 343008
Delphi P.O. No.	SAG9F15722	SAG9F15722	SAG9F15722	S3S32671	S3S32670	\$3\$32670 \$3\$32595	S3S32670 S3S32595 SAG9F15722	\$3\$32670 \$3\$32595 \$AG9F15722 550076309